

RECORD WITH THE DAVIS COUNTY RECORDER'S OFFICE

2345336

BK 4480 PG 2010

12-079-0130

12-079-0114

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

E 2345336 B 4480 P 2010-2015

RICHARD T. MAUGHAN

DAVIS COUNTY, UTAH RECORDER

2/29/2008 1:58:00 PM

FEE \$22.00 Pgs: 6

DEP eCASH REC'D FOR FOUNDERS TITLE CO - LAYTON

A. NAME & PHONE OF CONTACT AT FILER [optional] (801) 521-9000	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Michael R. Carlston Snow, Christensen & Martineau 10 Exchange Place, 11th Floor Salt Lake City, UT 84111	

D-40740

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Gateway Storage Units, LLC					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 1821 South Bluff Ridge Drive		CITY Syracuse	STATE UT	POSTAL CODE 84075	COUNTRY USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Utah LLC	1f. JURISDICTION OF ORGANIZATION UTAH	1g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Assurity Life Insurance Company					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS P. O. Box 82533		CITY Lincoln	STATE NE	POSTAL CODE 68501-2533	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

See attached Exhibit "A"

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA 18356-29 Assurity						

EXHIBIT A

to

FORM UCC-1 FINANCING STATEMENT

Exhibit attached to Form UCC-1 Financing Statement (the "Financing Statement") executed by Gateway Storage Units, LLC ("Debtor") whose address for the purposes hereof is 1821 South Bluff Ridge Drive, Syracuse, UT 84075, in favor of Assurity Life Insurance Company, whose address for these purposes is 4000 Pine Lake Road, P.O. Box 82533, Lincoln, NE 68501 ("Secured Party").

1. Description of Collateral. The collateral covered by this Financing Statement consists of the property (whether now owned or in existence or hereafter acquired or arising) described in this Paragraph 1. As used herein, the "Tract" shall mean the tract of real property more particularly described in Paragraph 2.

1.1 Condemnation and Insurance Proceeds. All awards and rights to awards made for the taking by eminent domain or by any proceeding or purchase in lieu thereof of the whole or any part of the Tract or of any buildings, structures and improvements now or at any time hereafter situated upon the Tract (collectively, the "Improvements") or any estate or easement therein (including any awards for change of grade of streets), all proceeds and rights to proceeds of insurance paid on account of partial or total destruction of the Improvements, and all unearned premiums accrued, accruing and to accrue under all insurance policies relating to the Tract and the Improvements now or hereafter obtained by Debtor.

1.2 Leases, Agreements and Income. All present and future leases, subleases and rental, sales, management and other agreements covering any part of the Tract or space in the Improvements, and all rents, issues, royalties, income and profits (including security deposits) arising from the Tract, the Improvements and the other property described in this Paragraph 1.

1.3 Tangible Personal Property and Fixtures. All supplies, fixtures, furniture, furnishings, tools, appliances and all other tangible personal property now or hereafter owned by Debtor and located on or necessary for construction on or operation of the Tract, and any substitutions and replacements thereof, any attachments, accessions and additions thereto, and any proceeds therefrom.

1.4 Intangible Personal Property. Any escrow accounts, insurance policies, agreements, instruments, documents of title, general intangibles, plans and specifications, drawings, options, declarations, surveys, studies, architectural renderings, diagrams, maps, use and operating permits and licenses, zoning and subdivision development applications, filings and approvals, all other permits, licenses, approvals and certificates obtained or held in connection with the ownership of the Tract, and any other intangible personal property now or hereafter owned by Debtor and used in connection with the ownership or operation of the Tract or any portion thereof.

1.5. Miscellaneous Rights. All air rights, water rights and water stock relating to the Tract, all shares of stock and other evidence of ownership of any part of the Tract or of the property located thereon or attached thereto that are owned by Debtor separately or in common with others, all documents of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of


the Tract, and all deposits made with or other security given to utility companies or governmental branches or agencies in connection with the Tract.

2. Tract. The Record Owner of the Tract is Debtor. The Tract is located in the county of Davis, state of Utah, and is described on the attached Exhibit B.

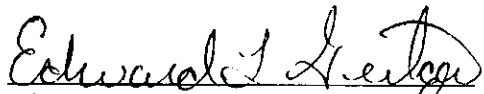
DEBTOR:

GATEWAY STORAGE UNITS, LLC
a Utah limited liability company

By: BENCHMARK HOLDINGS LLC,
a Utah limited liability company, Member


Neil Wall, its Member/Manager

By: G&G PROPERTIES, INC., a Utah
corporation, Member


Edward L. Gertge, its Vice President

M&M COMMERCIAL, L.C., a Utah
limited liability company, Member


Mark Thayne, its Member/Manager

STATE OF UTAH)
 : ss.
COUNTY OF DAVIS)

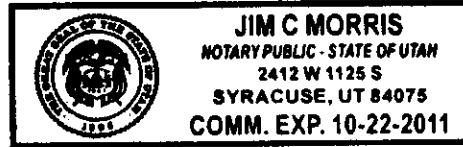
On the 28 day of February, 2008, personally appeared before me Neil Wall, who being duly sworn, did say that he is a Member/Manager of Benchmark Holdings LLC, a Utah limited liability company and that the foregoing instrument was signed on behalf of said limited liability company by authority of its articles of organization or a resolution of its manager, and he acknowledged to me that he executed the same.

Jim C Morris

NOTARY PUBLIC
Residing at: DAVIS COUNTY

My Commission Expires:
10-22-11

STATE OF UTAH)
 : ss.
COUNTY OF DAVIS)



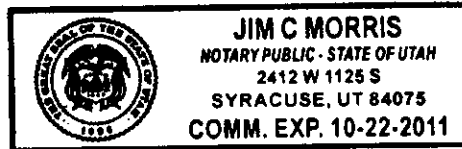
On the 28 day of February, 2008, personally appeared before me Edward L. Gertge, who being duly sworn, did say that he is Vice President of G&G Properties, Inc., a Utah corporation and that the foregoing instrument was signed on behalf of said corporation by authority of its articles of incorporation or a resolution of its board of directors, and he acknowledged to me that he executed the same.

Jim C Morris

NOTARY PUBLIC
Residing at: DAVIS COUNTY

My Commission Expires:
10-22-11

STATE OF UTAH)
 : ss.
COUNTY OF DAVIS)

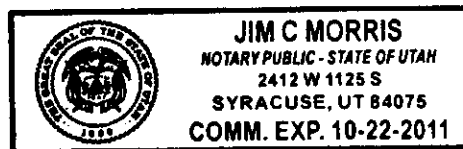


On the 28 day of February, 2008, personally appeared before me Mark Thayne, who being duly sworn, did say that he is a Member/Manager of M&M Commercial, L.C., a Utah limited liability company and that the foregoing instrument was signed on behalf of said limited liability company by authority of its articles of organization or a resolution of its manager, and he acknowledged to me that he executed the same.

Jim C Morris

NOTARY PUBLIC
Residing at: DAVIS COUNTY

My Commission Expires:
10-22-11



**EXHIBIT B to EXHIBIT A
TO FORM UCC-1 FINANCING STATEMENT**

That certain real property located in Davis County, Utah more particularly described below:

PARCEL 1

BEGINNING AT THE NORTHWEST CORNER OF LOT 210, GATEWAY SUBDIVISION PHASE 2, (SAID POINT ALSO BEING ON THE EAST LINE OF 750 WEST STREET) NORTH 8°59'07" EAST 1332.81 FEET ALONG THE SECTION LINE, (ALSO BEING THE CENTER LINE OF SAID ANTELOPE DRIVE) AND SOUTH 00°00'53" EAST 807.77 FEET FROM THE NORTHWEST CORNER OF SECTION 14, TOWNSHIP 4 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, AND RUNNING; THENCE NORTH 72.10 FEET ALONG THE EAST LINE OF 750 WEST STREET; THENCE NORTHEASTERLY 64.39 FEET ALONG THE ARC OF A 270.00 FOOT RADIUS CURVE TO THE RIGHT, (CENTER BEARS EAST AND LONG CHORD BEARS NORTH 6°49'54" EAST 64.24 FEET WITH A CENTRAL ANGLE OF 13°39'49") ALONG THE EAST LINE OF SAID 750 WEST STREET; THENCE NORTHEASTERLY 78.70 FEET ALONG THE ARC OF A 330.00 FOOT RADIUS CURVE TO THE LEFT, (CENTER BEARS NORTH 76°20'11" WEST AND LONG CHORD BEARS NORTH 6°49'54" EAST 78.51 FEET, WITH A CENTRAL ANGLE OF 13°39'49") ALONG THE EAST LINE OF SAID 750 WEST STREET; THENCE NORTH 16.04 FEET; THENCE SOUTH 89°54'21" EAST 604.33 FEET TO THE SOUTHWESTERLY LINE OF UP & L PROPERTY; THENCE SOUTH 36°26'34" EAST 286.26 FEET TO THE EXTENSION OF THE NORTH LINE OF A FUTURE SUBDIVISION TO BE KNOWN AS GATEWAY SUBDIVISION PHASE 5; THENCE NORTH 89°54'21" WEST 791.35 FEET TO AND ALONG THE NORTH LINE OF SAID FUTURE GATEWAY SUBDIVISION PHASE 5, TO AND ALONG THE NORTH LINE OF GATEWAY SUBDIVISION PHASE 4. TO AND ALONG THE NORTH LINE OF GATEWAY SUBDIVISION PHASE 2 TO THE NORTHWEST CORNER OF LOT 210 OF SAID GATEWAY SUBDIVISION PHASE 2, BEING THE POINT OF BEGINNING.
PART OF 12-079-0130

PARCEL 2

BEGINNING AT A POINT SOUTH 89°59'50" EAST 1,527.24 FEET AND SOUTH 36°26'34" EAST 718.97 FEET FROM THE NORTHWEST CORNER OF SECTION 12-T-4N-R2W, SALT LAKE MERIDIAN, WHICH POINT IS ON THE WESTERLY LINE OF UP&L PROPERTY, AND RUNNING THENCE SOUTH 89°54'21" EAST 18.48 FEET; THENCE SOUTH 36°41'00" EAST 24.97 FEET; THENCE SOUTH 89°54'21" EAST 360.06 FEET TO THE EASTERLY LINE OF UP&L PROPERTY; THENCE SOUTH 0°11'26" WEST 209.90 FEET; THENCE NORTH 89°54'21" WEST 222.79 FEET TO SAID WESTERLY LINE; THENCE NORTH 36°26'34" WEST 286.13 FEET TO THE POINT OF BEGINNING.
PART OF 12-079-0114

THE ABOVE DESCRIBED PARCELS 1 AND 2 WHEN COMBINED ARE COMPLETELY CONTAINED WITHIN THE FOLLOWING DESCRIBED TRACT OF LAND:

STORAGE UNIT AND OPEN STORAGE LEGAL DESCRIPTION

BEGINNING AT THE NORTHWEST CORNER OF LOT 210, GATEWAY SUBDIVISION PHASE 2, (SAID POINT ALSO BEING ON THE EAST LINE OF 750 WEST STREET) NORTH 89°59'07" EAST 1332.81 FEET ALONG THE SECTION LINE, (ALSO BEING THE CENTER LINE OF SAID ANTELOPE DRIVE) AND SOUTH 00°00'53" EAST 807.77 FEET FROM THE NORTHWEST CORNER OF SECTION 14, TOWNSHIP 4 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, AND RUNNING:

THENCE NORTH 72.10 FEET ALONG THE EAST LINE OF 750 WEST STREET;

THENCE NORTHEASTERLY 64.39 FEET ALONG THE ARC OF A 270.00 FOOT RADIUS CURVE TO THE RIGHT, (CENTER BEARS EAST AND LONG CHORD BEARS NORTH 6°49'54" EAST 64.24 FEET WITH A CENTRAL ANGLE OF 13°39'49") ALONG THE EAST LINE OF SAID 750 WEST STREET; THENCE NORTHEASTERLY 78.70 FEET ALONG THE ARC OF A 330.00 FOOT RADIUS CURVE TO THE LEFT, (CENTER BEARS NORTH 76°20'11" WEST AND LONG CHORD BEARS NORTH 6°49'54" EAST 78.51 FEET WITH A CENTRAL ANGLE OF 13°39'49") ALONG THE EAST LINE OF SAID 750 WEST STREET; THENCE NORTH 16.04 FEET; THENCE SOUTH 89°54'21" EAST 622.81 FEET; THENCE SOUTH 36°41'00" EAST 24.97 FEET; THENCE SOUTH 89°54'21" EAST 360.06 FEET; THENCE SOUTH 0°11'26" WEST 209.90 FEET TO THE EXTENSION OF THE NORTH LINE OF GATEWAY SUBDIVISION PHASE 5; THENCE NORTH 89°54'21" WEST 1014.07 FEET TO AND ALONG THE NORTH LINE OF GATEWAY SUBDIVISION PHASE 5, GATEWAY SUBDIVISION PHASE 4, AND GATEWAY SUBDIVISION PHASE 2 TO THE NORTHWEST CORNER OF LOT 210 OF SAID GATEWAY SUBDIVISION PHASE 2, BEING THE POINT OF BEGINNING.
PART 12-079-0130 & 0114